Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

HOFFMAN MICHAEL J

Form 4

November 17, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB 3235-0287 Number: January 31,

Expires: 2005 Estimated average

burden hours per response... 0.5

Check this box if no longer

subject to Section 16. Form 4 or Form 5 obligations

(Print or Type Responses)

may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * HOFFMAN MICHAEL J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

1(b).

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

TORO CO [TTC]

11/13/2008

_X__ Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

below) Chmn., Pres & CEO

8111 LYNDALE AVENUE SOUTH

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

BLOOMINGTON, MN 55420-1196

(City)	(State) (Zi	Table 1	I - Non-De	rivative Se	curiti	es Acquire	d, Disposed of, or	Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) if Transaction Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	11/13/2008		Code V	Amount 12,760	or (D)	Price \$ 6.2345	(Instr. 3 and 4) 160,679.218 (1)	D	
Common Stock	11/13/2008		F	3,314	D	\$ 30.31	157,365.218 (1)	D	
Common Stock	11/13/2008		F	2,624	D	\$ 30.31	154,741.218 (1)	D	
Performance Share Units							45,894.274 (2)	D	
Common Stock							30,148.146 (3)	I	The Toro Company Investment

Savings & ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	ransactionDerivative ode Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 6.2345	11/13/2008		M		12,760	11/18/1998	11/18/2008	Common Stock	12,760

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HOFFMAN MICHAEL J							
8111 LYNDALE AVENUE SOUTH	X		Chmn.,Pres & CEO				
BLOOMINGTON, MN 55420-1196							

Signatures

Stacy L. Bogart, Atty-In-Fact

**Signature of Reporting Person Da

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Includes the following Shares of Common Stock acquired by the reporting person under the dividend reinvestment feature of The Toro Company Investment, Savings & ESOP Plan since the date of his last report: 144.639 Shares of Common Stock acquired on July 11, 2008 and 140.328 Shares of Common Stock acquired on October 17, 2008.
- Includes the following Performance Share Units acquired by the reporting person under the dividend reinvestment feature of The Toro Company Deferred Plan for Officers since the date of his last report: 220.735 Performance Share Units acquired on July 11, 2008 and 212.402 Performance Share Units acquired on October 17, 2008

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Includes the following Shares of common Stock acquired by the reporting person under The Toro Company Dividend Reinvestment Plan (1) since the date of his last report: 720.587 Shares of Common Stock acquired on July 11, 2008 and 688.398 Shares of Common Stock acquired on October 17, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.